

**United States Bankruptcy Court
Southern District of New York**

IN RE:

Case No. _____

Gemini Systems, LLC

Chapter 11

Debtor(s)

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101(2),(31).

1. Income from employment or operation of business

- None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT SOURCE

1,780,000.00 2015 Gross Revenue from Sale of Goods and Services (YTD)
24,645,000.00 2014 Gross Revenue from Sale of Goods and Services
24,510,108.00 2013 Gross Revenue from Sale of Goods and Services

2. Income other than from employment or operation of business

- None ☒ State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

- None ☒ *a. Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☐ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,255.* If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATE OF PAYMENTS/TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
A, Nakhwa	3/5/15	1,939.63	0.00
A, Nemerovsky	3/5/15	87.30	0.00
A, Widrick	3/5/15	971.55	0.00
Alexander Tsirel	3/5/15	457.00	0.00
American Express 200 Vessey Street New York, NY 10285-0000	1/26/15, 2/24/15	346.00	1,024,859.94
Anthony Pili	12/18/14	700.00	0.00
Apple Finance Services 1 Infinite Loop Cupertino, CA 95014-0000	12/11/14	83.05	1,117.74
Arrow Enterprise Computing Solutions 9201 E. Dry Creek Road Centennial, CO 80112-0000	18 payments - 12/12/14 thru 3/5/15	3,117,863.84	1,200,126.31
Astrosoft Technologies 9301 Southwest Freeway, Suite 405 Houston, TX 77074-0000	2/23/15	7,350.00	36,150.00
AT&T AT&T c/o Bankruptcy 1801 Valley View Lane Farmers Branch, TX 75234-0000	2/16/15	4,358.39	0.00
Berkshire Life Insurance Co. of America 700 South Street Pittfield, MA 01201-0000	12/11/14	772.52	772.52
C. Hoppas	3/5/15	500.00	0.00
C. Lucas	3/5/15	2,475.66	0.00
Clare Yacubovich 146 Willow Grove Drive Lincroft, NJ 07738-0000	12/11/14, 3/5/15	4,220.00	80.00
Chase Bank Chase Auto Pay P.O. Box 15298 Wilmington, DE 19850-0000	1/15/15, 2/17/15 via AutoPay	1,093.00	0.00
Cigna Dental Cigna Corporate Headquarters 900 Cottage Grove Road Bloomfield, CT 06002-0000	3/2/15	4,370.25	0.00
Citi Card P.O. Box 6000 Sioux Falls, SD 57117-0000	12/31/14, 1/31/15	95,155.53	13,213.83
CNA Insurance 40 Wall Street New York, NY 10005-0000	12/17/14, 12/20/14	4,483.00	1,501.51
Con Edison 4 Irving Place New York, NY 10003-0000	1/15/15, 2/18/15	195.00	0.00
David Luftig 38 Butterwood Lane East Irvington, NY 10533-0000	3/5/15	4,274.97	0.00

Discover Financial Services P.O. Box 6103 Carol Stream, IL 60197-0000	1/21/14, 2/20/15	306.00	4,657.08
Dream Team LLC Evan Herbst 596 Waukena Avenue Oceanside, NY 11572-0000	3 payments - 12/17/14 thru 2/26/15 3/5/15	62,732.50 3,230.82	1,840.00 0.00
Erik Sorensen Elephant Bytes Inc. 2500 Plaza 5, Harborside Financial Ctr Jersey City, NJ 07311-0000	3/5/15 2/6/15, 3/6/15	3,648.76 34,480.00	496.44 53,120.00
Empire HealthChoice Assurance Inc. 1 Liberty Plaza, 165 Broadway New York, NY 10006-0000	7 payments - 12/11/14 thru 2/27/15	105,346.56	50,019.39
Essex Technology Group, Inc. Essextec 201 W. Passaic Street, #303 Rochelle Park, NJ 07662-0000	9 payments - 2/3/15 thru 3/3/15	285,601.36	749,654.86
Fairfield Forensic & Valuation Services 43 Harbor Drive, Suite 202 Stamford, CT 06902-0000	2/26/15, 3/10/15	27,000.00	575.02
Federal Express FedEx Legal Department 3620 Hacks Cross Road, Bldg B, 3rd Floor Memphis, TN 38125-0000	2/23/15, 3/5/15	63.87	109.97
Fidelity Investments P.O. Box 770001 Cincinnati, OH 45277-0002	4 payments: 12/18/14 thru 3/6/15	119,712.65	415.00
G. Reisert G. Vimont	3/5/15 3/5/15	2,406.00 258.83	0.00 0.00
Gemini Systems Worldwide, Inc. 61 Broadway New York, NY 10006-0000	8 payments - 12/9/14 thru 2/9/15	48,500.00	21,332.00
Glyphic Technology 156 East Dana Street Mountain View, CA 94041-0000	2/23/15, 3/2/15	52,129.44	0.00
Guardian Inov-Software Inc. 132 Nassau Street, #711 New York, NY 10038-0000	3 payments - 1/20/15 thru 2/23/15 4 payments - 12/11/14 thru 3/6/15	4,206.38 44,000.00	1,128.13 29,200.00
J. Rolnik J.A. Faccibene & Associates 100 Merrick Road Rockville Center, NY 11570-0000	3/5/15 1/22/15, 2/12/15	501.10 9,342.00	0.00 0.00
Jolly Patel Justifacts Credential Verification, Inc. 5250 Logan Ferry Road Murrysville, PA 15668-0000	2/19/15, 3/6/15 2/28/15	23,700.00 620.75	22,200.00 1,491.78
K. Reese K. Thiyadath Klestadt Winters Jureller Southard & Stevens, LLP 570 Seventh Avenue, 17th Floor New York, NY 10018-0000	3/5/15 3/5/15 2/26/15, 3/5/15	450.00 402.75 98,000.00	0.00 0.00 0.00
Leslie Water Works 146 Lauman Lane Hicksville, NY 11801-0000	12/11/14	108.88	435.52
M. Bisignani	12/11/14, 3/5/15	5,376.37	0.00

M. Marcellius	3/5/15	129.30	0.00
Maureen Noble	3/5/15	12.50	0.00
40-02 217th Street Bayside, NY 11361-0000			
M. Shewatkar	3/5/15	600.00	0.00
M. Shmulenson	3/5/15	900.00	0.00
Mac Source Communications	2/23/15	358.47	358.47
509 Erie Boulevard West Syracuse, NY 13204-0000			
Main Corporate	1/20/15	115.75	0.00
Mark Bird	2/6/15	15,857.38	15,837.58
Meridian Leasing Corporation	2/23/15	1,720.68	860.34
400 Valley Road, #100 Mount Arlington, NJ 07856-0000			
MetTel	2/9/15	1,044.97	2,897.20
55 Water Street New York, NY 10041-0000			
Michael Everett	3/5/15	211.20	0.00
N. Leung	3/5/15	900.00	0.00
New York Marriott Downtown	12/20/14	12,210.26	400.44
85 West Street New York, NY 10006-0000			
New York State Insurance Fund	2/16/15	11,573.84	2,900.96
199 Church Street New York, NY 10007-0000			
Ocean SW	3 payments - 2/27/15 thru 3/2/815	1,711.15	0.00
Paul Frolov	12/17/14, 3/5/15	2,276.00	0.00
38-48 Van Riper Place Fairlawn, NJ 07410-0000			
Patricia Sirabella	12/11/14, 3/5/15	6,617.73	0.00
348 Ross Avenue Staten Island, NY 10306-0000			
P. Wang	3/5/15	1,965.85	0.00
PCM IT Solutions & Services	12/11/14	642.36	2,221.26
Gray Bar Building At Grand Central			
485 Madison Avenue, #22 New York, NY 10022-0000			
Pitney Bowes Global Financial Services	2/28/15	32.00	282.65
3001 Summer Street Stamford, CT 06926-0000			
Quincy Hester	3/5/15	20.00	0.00
R. Balasubramanian	3/5/15	3,576.71	2,516.38
R. Fequiere	12/11/14	650.00	0.00
R. Nunziant	3/5/15	900.00	0.00
RRMAC & Associates, LLC	2/3/15	50,000.00	0.00
184 Deer Path East Stroudsburg, PA 18302-0000			
RXR 61 Broadway Owner, LLC	12/20/14	45,000.00	283,292.80
RXR Realty			
104 Broad Street New York, NY 10004-0000			
S. Anthony	3/5/15	144.14	0.00
S. Frid	3/5/15	4,066.01	0.00
Shan Huang	3/5/15	35.00	0.00
ShelterPoint Life	2/20/15	589.16	0.00
600 Northern Boulevard, #310 Great Neck, NY 11021-0000			

T. Merone	3/5/15	675.00	0.00
Talar Iskanian-Hashasian, Esq. 275 Madison Avenue, #14 New York, NY 10016-0000	12/17/14	500.00	0.00
Theodora Pojaczowska	3/5/15	238.00	0.00
TransitChek 1065 Avenue of the Americas New York, NY 10018-0000	2/24/15	19,025.00	4,939.25
United Healthcare 1 Pennsylvania Plaza New York, NY 10119-0000	5 payments - 1/2/15 thru 1/30/15	5,641.80	231.50
US Department of Homeland Security Mail Operations/Mailstop 0075 245 Murray Lane SW Washington, DC 20528-0075	12/17/14	290.00	0.00
V. Rathinam	3/5/15	11.60	0.00
V. Rajasekaran	3/5/15	104.85	0.00
Verizon Wireless Attn: Bankruptcy Administration 500 Technology Drive, Suite 550 Weldon Spring, MO 63304-0000	12/11/14	299.25	525.58
Wells Fargo Home Mortgage P.O. Box 10335 Des Moines, IA 50606-0335	4 payments - 1/5/15 thru 3/11/15	10,407.60	0.00
X. Li	3/5/15	600.00	0.00
Xenetta Systems, LLC 229 Correja Avenue Iselin, NJ 08830-0000	3 payments - 2/6/15 thru 3/6/15	38,955.00	40,057.50
Yi Lao	3/5/15	105.00	0.00
Cash	3 payments, 1/2/15 thru 2/28/15	12,420.37	0.00
Absolute Electrical Contracting		176.27	0.00
Cash	1/2/15, 1/13/15 and 2/28/15	12,420.37	0.00
Chase Bank Chase E-Pay 525 Broadway New York, NY 10012-4411	2/4/15	88.00	0.00
Citibank, N.A. 3950 Regent Boulevard, S2B-262 Irving, TX 75063-0000	12/17/14	1,040.00	0.00
G. LeNy	3/5/15	758.02	0.00
M. Oechipinti	3/5/15	112.88	0.00

None ☒ c. All debtors: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

4. Suits and administrative proceedings, executions, garnishments and attachments

None ☐ a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
American Express	Failure to Pay	AAA	Suit Pending
New York State Sales Tax			Audit Underway

None ☒ b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and joint petition is not filed.)
- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Klestadt Winters Jureller Southard & Stevens, LLP 570 Seventh Avenue, 17th Floor New York, NY 10018-0000	2/26/15, 3/10/15	98,000.00
Fairfield Forensic and Valuation Services, LLC 43 Harbor Drive, #202 Stamford, CT 06902-0000	2/26/15, 3/10/15	27,000.00

10. Other transfers

- None ☒ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)
- None ☒ b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

- None ☒ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

- None ☐ If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

- None ☐ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

- None ☐ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

- None ☐ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL- SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Gemini Systems Worldwide Inc.	46-17530909	61 Broadway, Room 925 New York, NY 10006-2732	IT Services	1/11/13 to Current Date
Gemini Systems Services, Inc.	4337821	61 Broadway New York, NY 10006-2701	IT Services	1/22/14 to Current Date

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Arthur Homewood 33 Newland Avenue Aberdeen, NJ 07747	2013 to Current Date
Essex tec 201 West Passiac Street Rochelle Park, NJ 07662	5/1/14 to Current Date

None ☒ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME AND ADDRESS
**Arthur Homewood
33 Newland Avenue
Aberdeen, NJ 07747**
**Essex Technology Group, Inc
201 West Passiac Street
Rochelle Park, NJ 07662**

None ☒ d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within the **two years** immediately preceding the commencement of this case.

20. Inventories

None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Simon P. Leung 1676 Bard Lane East Meadow, NY 11554	Chief Executive Officer	100%
Paul Frolov 38-48 Van Riper Place Fairlawn, NJ 07410	Vice President	0%
Evan Herbst 596 Waukena Avenue Oceanside, NY 11572	Senior Vice President & Co-Chief Operating Officer	0%
Arthur Homewood 33 Newland Avenue Aberdeen, NJ 07747	Vice President , Controller	0%
David Luftig 38 Butterwood Lane East Irvington, NY 10533	Senior Vice President & Co-Chief Operating Officer	0%
Harry Mousmoules 5 Sliverbeech Court Holmdel, NJ 07733	Vice President	0%
Maureen Noble 40-02 217th Street Bayside, NY 11361	Assistant Vice President	0%
Patricia Sirabella 348 Ross Avenue Staten Island, NY 10306	Senior Vice President	0%
Clare Yacubovich 146 Willow Grove Drive Lincroft, NJ 07738	Senior Vice President	0%

22. Former partners, officers, directors and shareholders

None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Robert Pigue 270 Old Post Road Fairfield, CT 06824		5/5/14

23. Withdrawals from a partnership or distributions by a corporation

None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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See Comments Section

The Debtor is conducting an analysis and anticipates filing an amendment in the near future.

24. Tax Consolidation Group

None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

25. Pension Funds.

None ☒ If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information, and belief.

Date: **March 11, 2015** Signature: **/s/ Simon P. Leung**

Simon P. Leung, Chief Executive Officer

Print Name and Title

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

0 continuation pages attached

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. § 152 and 3571.